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Sent: Friday, June 27, 2008 10:58 AM
To: beth.quarles@syngenta.com
Cc: cheryl.quain@syngenta.com
Subject: RE: Delegations of Authority
Attachments: 08_Appendix 2_reverse page.pdf; 08_Appendix 1_reverse page.pdf; 08_Appendix 2_page 1.pdf; 08_Appendix 1_page 1.pdf

Dear Beth,

Apologies for the late reply! Attached please find .pdf copies of the new Annexes 1 and 2 to the "Regulations governing the internal organisation of Syngenta AG". These Annexes reflect the new delegations of authority.

Best,
Tobias

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s Beth USGR
2008 22:29
ias CHBS
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elegations of Authority

We are working on updating the local delegations of authority so that they are easier to understand and in one document (now there are multiple documents that need to be reviewed here). I would like to cross reference the global authority levels and came across this power point in my files from 2007. Could you kindly confirm that the "proposed regulations" which I understand were approved last fall are still correct?

Thanks and regards, Beth

<< File: 071018BoardAuthorisation Levels 18 October07.ppt >>



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3 Organisation and management of Group Companies (GCS)

3.1 Organisational charts of GCS

| Main Organisational Chart | Approval |
|---------------------------|----------------|
| Sales > USD 150 m | SEC |
| Sales < USD 150 m | EC of Division |

3.2 Management of GCS

| Functions | Recommendation/ Appointment |
|--|--------------------------------|
| Heads of GCS | CEO |
| Functions one level below Heads of GCS | SEC Members |
| Secretary of BD for all GCS | GGC |
| CFOs for all GCS | CFO |
| Other positions | Local |

BD Board of Directors
GM General Meeting
CC Chairman's Committee
SEC Syngenta Executive Committee
EC Executive Committee
CEO Chief Executive Officer
GGC Group General Counsel
CFO Chief Financial Officer

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3 Various

3.1 Establishment/liquidation of legal entities

| Transaction/Corporate Action | Approving Corporate Body |
|---|--|
| Establishment of new legal entities (subsidiaries): - Share capital of new entity > USD 50 m - Share capital of new entity < USD 50 m | CC SEC, delegation to CFO + GGC possible |
| Liquidation of legal entities (subsidiaries): - Share capital of entity > USD 25 m - Share capital of entity < USD 25 m | SEC CFO + GGC |

3.2 Institution/settlement of legal proceedings

| Transaction/Corporate Action | Approving Corporate Body |
|---|--------------------------|
| Institution/settlement of legal proceedings with the following amount in dispute: > USD 60 m USD 30 m - USD 60 m USD 5 m - USD 30 m < USD 5 m | BD CC SEC GGC |

3.3 Donations and sponsorship (excluding unit-specific)

| Transaction/Corporate Action | Approving Corporate Body |
|--|--------------------------|
| Value of contribution: > USD 1 m < USD 1 m | CC CEO |

Principle applicable to Financial Authorisation Level Items 1.1 and 1.2

The financial authorisation levels for items 1.1 and 1.2 relate to projects included in the annual budget for such items approved by the Board.

The following applies to projects not included in the annual budget approved by the BD:

- Provided that the total annual budget sanction for such items is not exceeded, the CC and the SEC respectively may approve projects up to half the capital expenditure sanction amounts of budgeted projects
- Any project authorisation which would lead to the total annual budget sanction for such items being exceeded would need approval by the BD.

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APPENDIX 2

Authorisation: Personnel appointments

(As a matter of principle the «grandfather rule» shall apply)

1 Holding/Divisions/Foundations

| Corporate Body | Decision Maker |
|--|----------------|
| BD | GM |
| Constitution of BD | BD |
| Secretary of BD | BD |
| CC | BD |
| Other Committees of BD | BD |
| Secretary of CC | CC |
| Members of SEC | BD |
| Head of Internal Audit | BD |
| Secretary of SEC | CEO |
| Heads of HR, Communication, Group Treasury, Group Controlling | CC |
| Functions one level below SEC Member | CEO |
| Foundation Councils of Foundations | CEO |
| Approval of private mandates | CEO |

2 Boards of Directors of Group Companies

| Group Companies | Decision-making Authority |
|-------------------|------------------------------|
| Sales > USD 150 m | CEO |
| Sales < USD 150 m | GGC |

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APPENDIX 1

Financial Authorisation Levels

1 Investments/divestments

1.1

Acquisition/divestment of assets
(fixed assets/land/IT projects/product lines/licenses)

| Transaction/Corporate Action | Approving Corporate Body |
|-----------------------------------|--------------------------|
| Transaction value > USD 60 m | BD |
| Transaction value USD 30 m - 60 m | CC |
| Transaction value < USD 30 m | SEC |

1.2

Acquisition/divestment of companies or businesses (incl. JVs)

| Transaction/Corporate Action | Approving Corporate Body |
|------------------------------|--------------------------|
| Transaction value > USD 30 m | BD |
| Transaction value < USD 30 m | CC |

2 Financial measures

| Transaction/Corporate Action | Approving Corporate Body |
|--|--------------------------|
| Basis of financial policy | BD |
| Share capital transactions | CC or GM |
| Debentures, issue of negotiable securities | CC |
| Other long-term (>12 months) financing > USD 500 m (further authorisation levels to be determined) | CC |
| Provision of guarantees and declarations of patronage for existing Group debts > USD 250 m (further authorisation levels to be determined) | CC |